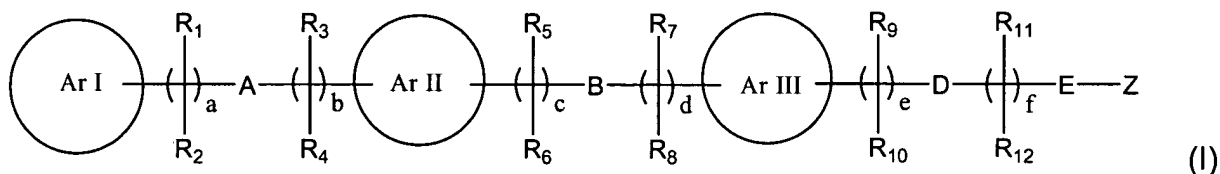


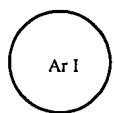
**Amendments to the claims:**

This listing of claims replaces all prior versions of claims in the application:

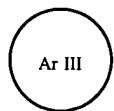
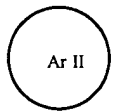
1. (Currently Amended) A compound of formula I



wherein:

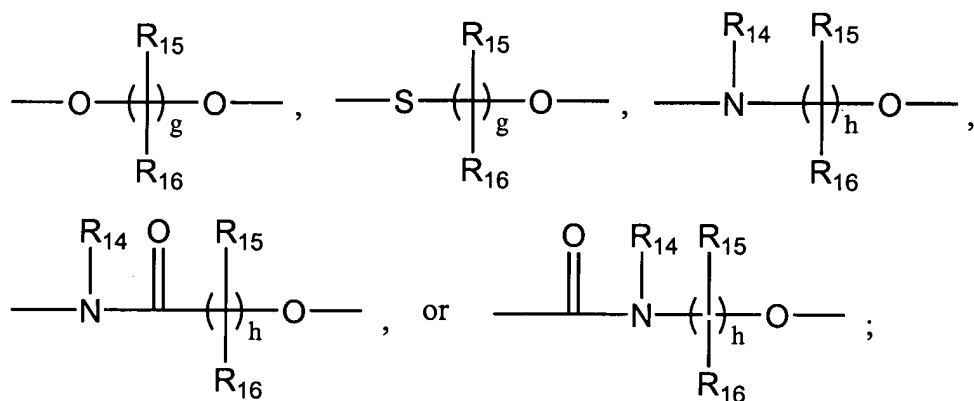


is quinoxaliny, quinazoliny, benzoxazolyl, benzimidazolyl, benzothiazolyl, benzofuranyl, benzothiophenyl, oxazolyl, thiazolyl, oxadiazolyl, isoxazolyl, imidazolyl, pyrazolyl, thiadiazolyl, triazolyl, pyridyl, pyrimidinyl, pyrazinyl or pyridazinyl heteroaryl, which is optionally substituted by one or more ring system substituents;



and are, independently, aryl, which are optionally substituted by one or more ring system substituents;

A is -O-, -S-, -SO-, -SO<sub>2</sub>-, -NR<sub>13</sub>-, -C(O)-, -N(R<sub>14</sub>)C(O)-, -C(O)N(R<sub>15</sub>)-, -N(R<sub>14</sub>)C(O)N(R<sub>15</sub>)-, -C(R<sub>14</sub>)=N-, a chemical bond,



B is -O-, -S-, -SO-, -SO<sub>2</sub>-, -NR<sub>17</sub>-, ethynylene, -C(O)-, -N(R<sub>18</sub>)C(O)-, or -C(O)NR<sub>18</sub>-;

D is  $-O-$ ,  $-S-$ ,  $-NR_{19}-$ , a chemical bond, ethynylene,  $-N(R_{20})C(O)-$ ,  $-C(O)-$ , or  $-C(O)N(R_{20})-$ ;

E is a chemical bond or an ethylene group;

a is 0-4;

b is 0-4;

c is 0-4;

d is 0-5;

e is 0-4;

f is 0-6;

g is 1-4;

h is 1-4;

$R_1$ ,  $R_3$ ,  $R_5$ ,  $R_7$ ,  $R_9$ , and  $R_{11}$ , are independently hydrogen, halogen, alkyl, carboxyl, alkoxy carbonyl or aralkyl;

$R_2$ ,  $R_4$ ,  $R_6$ ,  $R_8$ ,  $R_{10}$  and  $R_{12}$ , are independently  $-(CH_2)_q-X$ ;

q is 0-3;

X is hydrogen, halogen, alkyl, alkenyl, cycloalkyl, heterocyclyl, aryl, heteroaryl, aralkyl, heteroaralkyl, hydroxy, alkoxy, aralkoxy, heteroaralkoxy, carboxyl, alkoxy carbonyl, tetrazolyl, acyl, acylHNSO<sub>2</sub>-,  $-SR_{23}$ ,  $Y^1Y^2N-$  or  $Y^3Y^4NCO-$ ;

$Y^1$  and  $Y^2$  are independently hydrogen, alkyl, aryl, aralkyl or heteroaralkyl, or one of  $Y^1$  and  $Y^2$  is hydrogen or alkyl and the other of  $Y^1$  and  $Y^2$  is acyl or aroyl;

$Y^3$  and  $Y^4$  are independently hydrogen, alkyl, aryl, aralkyl or heteroaralkyl;

Z is  $R_{21}O_2C-$ ,  $R_{21}OC-$ , cyclo-imide,  $-CN$ ,  $R_{21}O_2SHNCO-$ ,  $R_{21}O_2SHN-$ ,  $(R_{21})_2NCO-$ ,  $R_{21}O-$ , 2,4-thiazolidinedionyl, or tetrazolyl; and

$R_{21}$  is hydrogen, alkyl, aryl, cycloalkyl, or aralkyl;

$R_{13}$ ,  $R_{17}$ ,  $R_{19}$  and  $R_{23}$  are independently  $R_{22}OC-$ ,  $R_{22}NHOC-$ , hydrogen, alkyl, aryl, heteroaryl, cycloalkyl, heterocyclyl, heteroaralkyl, or aralkyl;

$R_{14}$ ,  $R_{15}$ ,  $R_{16}$ ,  $R_{18}$  and  $R_{20}$  are independently hydrogen, alkyl, aralkyl, carbonyl, or alkoxy carbonyl;

or  $R_{14}$ , and  $R_{15}$  taken together with the carbon and nitrogen atoms through which they are linked form a 5 or 6-membered azaheterocyclyl group; or

~~when a is 2-4, then vicinal R<sub>1</sub> radicals taken together with the carbon atoms to which the R<sub>1</sub> radicals are linked form an ethylene group; or~~  
~~when b is 2-4, then vicinal R<sub>3</sub> radicals taken together with the carbon atoms to which the R<sub>3</sub> radicals are linked form an ethylene group; or~~  
~~when c is 2-4, then vicinal R<sub>5</sub> radicals taken together with the carbon atoms to which the R<sub>5</sub> radicals are linked form an ethylene group; or~~  
~~when d is 2-5, then vicinal R<sub>7</sub> radicals taken together with the carbon atoms to which the R<sub>7</sub> radicals are linked form an ethylene group; or~~  
~~when e is 2-4, then vicinal R<sub>9</sub> radicals taken together with the carbon atoms to which the R<sub>9</sub> radicals are linked form an ethylene group; or~~  
~~when f is 2-6, then vicinal R<sub>11</sub> radicals taken together with the carbon atoms to which the R<sub>11</sub> radicals are linked form an ethylene group; and~~  
R<sub>22</sub> is hydrogen, alkyl, aryl, heteroaryl, cycloalkyl, heterocyclyl, heteroaralkyl, or aralkyl;  
or  
a pharmaceutically acceptable salt thereof, an N-oxide thereof, a hydrate thereof or a solvate thereof;  
wherein

"alkyl," when used to designate an alkyl group per se or when used as an alkyl component of any other group, is an aliphatic hydrocarbon group which is straight or branched having 1 to about 20 carbon atoms and is optionally substituted by one or more alkyl group substituents;

"aryl" is an aromatic monocyclic or multicyclic ring system of about 6 to about 14 carbon atoms, which is optionally substituted by one or more ring system substituents;

"heteroaryl" is an aromatic monocyclic or multicyclic ring system of about 5 to about 14 carbon atoms, in which at least one of the carbon atoms in the ring system is replaced by nitrogen, oxygen or sulfur, which is optionally substituted by one or more ring system substituents;

"heterocyclyl" is a non-aromatic saturated monocyclic or multicyclic ring system of 3 to about 10 carbon atoms, in which at least one of the carbon atoms in the ring system is replaced by nitrogen, oxygen or sulfur, which is optionally substituted by one or more ring system substituents;

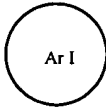
"heteroaralkyl" is a heteroaryl-alkyl group, wherein the heteroaryl and alkyl groups are as defined above;

an "alkyl group substituent" is halo, carboxy, cycloalkyl, cycloalkenyl, heterocyclyl, heterocyclenyl, aryl, alkoxy, alkoxycarbonyl, aralkoxycarbonyl, heteroaralkoxycarbonyl, or  $Y^1Y^2NCO-$ , wherein  $Y^1$  and  $Y^2$  are independently hydrogen, alkyl, aryl, aralkyl or heteroaralkyl, or  $Y^1$  and  $Y^2$  taken together with the nitrogen atom to which  $Y^1$  and  $Y^2$  are attached form heterocyclyl

wherein the substituents may contain further alkyl group substituents or ring system substituents as recited herein; and

a "ring system substituent" is alkyl, cycloalkyl, heterocyclyl, aryl, heteroaryl, aralkyl, heteroaralkyl, hydroxy, alkoxy, aryloxy, aralkoxy, acyl, aroyl, halo, nitro, cyano, carboxy, alkoxycarbonyl, aryloxycarbonyl, aralkoxycarbonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, alkylsulfinyl, arylsulfinyl, heteroarylsulfinyl, alkylthio, arylthio, heteroarylthio, aralkylthio, heteroaralkylthio, fused cycloalkyl, fused cycloalkenyl, fused heterocyclyl, fused heterocyclenyl, arylazo, heteroarylazo,  $R^aR^bN-$ ,  $R^cR^dNCO-$ ,  $R^cO_2CN-$ , or  $R^cR^dNSO_2-$  wherein  $R^a$  and  $R^b$  are independently hydrogen, alkyl, aryl, aralkyl or heteroaralkyl, or one of  $R^a$  and  $R^b$  is hydrogen or alkyl and the other of  $R^a$  and  $R^b$  is aroyl or heteroaroyl, and  $R^c$  and  $R^d$  are independently hydrogen, alkyl, aryl, heteroaryl, cycloalkyl, cycloalkenyl, heterocyclyl, heterocyclenyl, aralkyl or heteroaralkyl and, where the ring is cycloalkyl, cycloalkenyl, heterocyclyl or heterocyclenyl, the ring system substituent may also include methylene, oxo and thioxo on carbon atoms thereof

wherein the substituents may contain further alkyl group substituents or ring system substituents as recited herein.

2. (Currently Amended) A compound according to claim 1 wherein  is optionally substituted quinoxaliny, quinazoliny, benzoxazolyl, benzimidazolyl, benzothiazolyl, oxazolyl, thiazolyl, oxadiazolyl, isoxazolyl, imidazolyl, pyrazolyl, thiadiazolyl, triazolyl, pyridyl, pyrimidinyl, pyrazinyl or pyridazinyl azaheteroaryl.

Claims 3-6 (Canceled)

7. (Original) A compound according to claim 1 wherein  $a = 1, 2$  or  $3$ ;  $R_1$  and  $R_2$  are hydrogen;  $A$  is  $-O-$ ; and  $b = 0$ .

Claims 8-10 (Canceled)

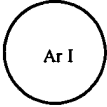
11. (Original) A compound according to claim 1 wherein  $c = 0$  or  $1$ ;  $R_5$  and  $R_6$  are hydrogen;  $B$  is  $-O-$ ; and  $d = 0$  or  $1$ .

Claims 12-13 (Canceled)

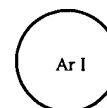
14. (Original) A compound according to claim 1 wherein  $e = 0$ ;  $f = 0$  or  $1$ ;  $D$  and  $E$  is a chemical bond;  $Z$  is tetrazolyl,  $NH_2CO-$  or  $-CO_2R_{21}$ ; and  $R_{21}$  is hydrogen or lower alkyl.

15. (Original) A compound according to claim 1 wherein  $e = 0$ ;  $f = 0$  or  $1$ ;  $D$  is  $-O-$  or a chemical bond;  $E$  is a chemical bond; and  $Z$  is tetrazolyl,  $NH_2CO-$  or  $-CO_2R_{21}$ ; and  $R_{21}$  is hydrogen or lower alkyl.

Claims 16-20 (Canceled)

21. (Currently Amended) A compound according to claim 1 wherein  is ~~unsubstituted quinolin-2-yl, 3-substituted quinolin-2-yl, 4-substituted quinolin-2-yl, 6-substituted quinolin-2-yl or 7-substituted quinolin-2-yl; an unsubstituted quinoxalin-2-yl, 3-substituted quinoxalin-2-yl, 6-substituted quinoxalin-2-yl or 3,6-disubstituted quinoxalin-2-yl; unsubstituted quinazolin-2-yl, 4-substituted quinazolin-2-yl or 6-substituted quinazolin-2-yl; unsubstituted isoquinolin-3-yl, 6-substituted isoquinolin-3-yl or 7-substituted isoquinolin-3-yl; 2-substituted-oxazol-4-yl or 2,5-disubstituted-oxazol-4-yl; 4-substituted oxazol-2-yl or 4,5-disubstituted-oxazol-2-yl; 2-substituted thiazol-4-yl or 2,5-disubstituted thiazol-4-yl; 4-substituted thiazol-2-yl or 4,5-disubstituted-thiazol-2-yl;~~

5-substituted-[1,2,4]oxadiazol-3-yl; 3-substituted-[1,2,4] oxadiazol-5-yl; 5-substituted-imidazol-2-yl or 3,5-disubstituted-imidazol-2-yl; 2-substituted-imidazol-5-yl or 2,3-disubstituted-imidazol-5-yl; 3-substituted-isoxazol-5-yl; 5-substituted-isoxazol-3-yl; 5-substituted-[1,2,4] thiadiazol-3-yl; 3-substituted-[1,2,4]-thiadiazol-5-yl; 2-substituted-[1,3,4]-thiadiazol-5-yl; 2-substituted-[1,3,4]-oxadiazol-5-yl; 1-substituted-pyrazol-3-yl; 3-substituted-pyrazol-5-yl; 3-substituted-[1,2,4]-triazol-5-yl; 1-substituted-[1,2,4]-triazol-3-yl; 3-substituted pyridin-2-yl, 5-substituted pyridin-2-yl, 6-substituted pyridin-2-yl or 3,5-disubstituted pyridin-2-yl; 3-substituted pyrazin-2-yl, 5-substituted pyrazin-2-yl, 6-substituted pyrazin-2-yl or 3,5 disubstituted-pyrazin-2-yl; 5-substituted pyrimidin-2-yl or 6-substituted-pyrimidin-2-yl; 6-substituted-pyridazin-3-yl or 4,6-disubstituted-pyridazin-3-yl; unsubstituted -benzothiazol-2-yl or 5-substituted-benzothiazol-2-yl; unsubstituted benzoxazol-2yl or 5-substituted-benzoxazol-2yl; unsubstituted -benzimidazol-2-yl or 5-substituted-benzimidazol-2-yl; unsubstituted -thiophen-2yl, 3-substituted -thiophen-2yl, 6-substituted -thiophen-2yl or 3,6-disubstituted-thiophen-2yl; unsubstituted -benzofuran-2-y, 3-substituted-benzofuran-2-yl, 6-substituted-benzofuran-2-yl or 3,6-disubstituted-benzofuran-2-yl; 3-substituted-benzofuran-6-yl or 3,7-disubstituted-benzofuran-6-yl.

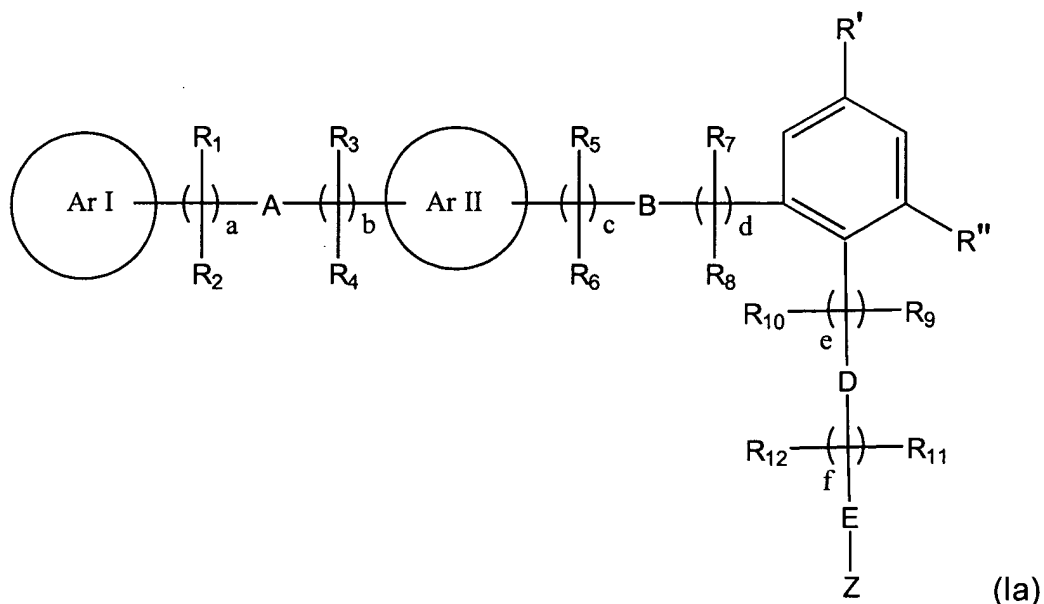


22. (Previously Presented) A compound according to claim 21 wherein is substituted by a substituent selected from the group consisting of phenyl, substituted-phenyl, thienyl, substituted thienyl, cycloalkyl, straight or branched lower alkyl, fluoro, chloro, alkoxy, aralkyloxy, trifluoromethyl and trifluoromethoxy.

23. (Original) A compound according to claim 1 wherein  $R_1$  and  $R_2$  are hydrogen;  $a = 1$ ; A is  $-O-$ ; and  $b = 0$ .

Claims 24-26 (Canceled)

27. (Currently Amended) A compound of formula (Ia)

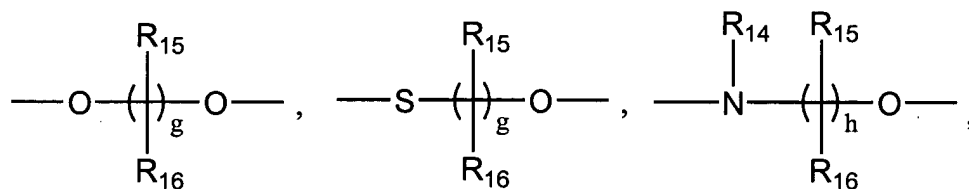


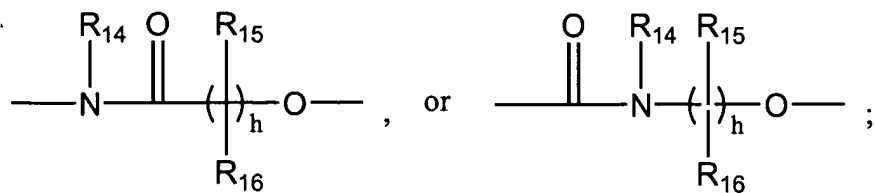
wherein:

$\text{Ar I}$  is quinoxaliny, quinazoliny, benzoxazolyl, benzimidazolyl, benzothiazolyl, benzofuranyl, benzothiophenyl, oxazolyl, thiazolyl, oxadiazolyl, isoxazolyl, imidazolyl, pyrazolyl, thiadiazolyl, triazolyl, pyridyl, pyrimidinyl, pyrazinyl or pyridazinyl heteroaryl, which is optionally substituted by one or more ring system substituents;

$\text{Ar II}$  is aryl, which is optionally substituted by one or more ring system substituents;

$\text{A}$  is  $-\text{O}-$ ,  $-\text{S}-$ ,  $-\text{SO}-$ ,  $-\text{SO}_2-$ ,  $-\text{NR}_{13}-$ ,  $-\text{C}(\text{O})-$ ,  $-\text{N}(\text{R}_{14})\text{C}(\text{O})-$ ,  $-\text{C}(\text{O})\text{N}(\text{R}_{15})-$ ,  $-\text{N}(\text{R}_{14})\text{C}(\text{O})\text{N}(\text{R}_{15})-$ ,  $-\text{C}(\text{R}_{14})=\text{N}-$ , a chemical bond,





B is  $-\text{O}-$ ,  $-\text{S}-$ ,  $-\text{SO}-$ ,  $-\text{SO}_2-$ ,  $-\text{NR}_{17}-$ , ethynylene,  $-\text{C}(\text{O})-$ ,  $-\text{N}(\text{R}_{18})\text{C}(\text{O})-$ , or  $-\text{C}(\text{O})\text{NR}_{18}-$ ;

D is  $-\text{O}-$ ,  $-\text{S}-$ ,  $-\text{NR}_{19}-$ , a chemical bond, ethynylene,  $-\text{N}(\text{R}_{20})\text{C}(\text{O})-$ ,  $-\text{C}(\text{O})-$ , or  $-\text{C}(\text{O})\text{N}(\text{R}_{20})-$ ;

E is a chemical bond or an ethylene group;

a is 0-4;

b is 0-4;

c is 0-4;

d is 0-5;

e is 0-4;

f is 0-6;

g is 1-4;

h is 1-4;

$\text{R}_1$ ,  $\text{R}_3$ ,  $\text{R}_5$ ,  $\text{R}_7$ ,  $\text{R}_9$ , and  $\text{R}_{11}$ , are independently hydrogen, halogen, alkyl, carboxyl, alkoxy, carbonyl or aralkyl;

$\text{R}_2$ ,  $\text{R}_4$ ,  $\text{R}_6$ ,  $\text{R}_8$ ,  $\text{R}_{10}$  and  $\text{R}_{12}$ , are independently  $-(\text{CH}_2)_q-\text{X}$ ;

q is 0-3;

X is hydrogen, halogen, alkyl, alkenyl, cycloalkyl, heterocyclyl, aryl, heteroaryl, aralkyl, heteroaralkyl, hydroxy, alkoxy, aralkoxy, heteroaralkoxy, carboxyl, alkoxy, carbonyl, tetrazolyl, acyl, acylHNSO<sub>2</sub>-,  $-\text{SR}_{23}$ ,  $\text{Y}^1\text{Y}^2\text{N}-$  or  $\text{Y}^3\text{Y}^4\text{NCO}-$ ;

$\text{Y}^1$  and  $\text{Y}^2$  are independently hydrogen, alkyl, aryl, aralkyl or heteroaralkyl, or one of  $\text{Y}^1$  and  $\text{Y}^2$  is hydrogen or alkyl and the other of  $\text{Y}^1$  and  $\text{Y}^2$  is acyl or aroyl;

$\text{Y}^3$  and  $\text{Y}^4$  are independently hydrogen, alkyl, aryl, aralkyl or heteroaralkyl;

Z is  $\text{R}_{21}\text{O}_2\text{C}-$ ,  $\text{R}_{21}\text{OC}-$ , cyclo-imide,  $-\text{CN}$ ,  $\text{R}_{21}\text{O}_2\text{SHNCO}-$ ,  $\text{R}_{21}\text{O}_2\text{SHN}-$ ,  $(\text{R}_{21})_2\text{NCO}-$ ,  $\text{R}_{21}\text{O}-$ , 2,4-thiazolidinedionyl, or tetrazolyl;

$\text{R}'$  and  $\text{R}''$  are, independently, hydrogen or ring system substituents;

$\text{R}_{21}$  is hydrogen, alkyl, aryl, cycloalkyl, or aralkyl;



R<sub>13</sub>, R<sub>17</sub>, R<sub>19</sub> and R<sub>23</sub> are independently R<sub>22</sub>OC-, R<sub>22</sub>NHOC-, hydrogen, alkyl, aryl, heteroaryl, cycloalkyl, heterocyclyl, heteroaralkyl, or aralkyl;

R<sub>14</sub>, R<sub>15</sub>, R<sub>16</sub>, R<sub>18</sub> and R<sub>20</sub> are independently hydrogen, alkyl, aralkyl, carbonyl, or alkoxy carbonyl;

or R<sub>14</sub>, and R<sub>15</sub> taken together with the carbon and nitrogen atoms through which they are linked form a 5 or 6-membered azaheterocyclyl group; or

~~when a is 2-4, then vicinal R<sub>4</sub> radicals taken together with the carbon atoms to which the R<sub>4</sub> radicals are linked form an ethylene group; or~~

~~when b is 2-4, then vicinal R<sub>3</sub> radicals taken together with the carbon atoms to which the R<sub>3</sub> radicals are linked form an ethylene group; or~~

~~when c is 2-4, then vicinal R<sub>5</sub> radicals taken together with the carbon atoms to which the R<sub>5</sub> radicals are linked form an ethylene group; or~~

~~when d is 2-5, then vicinal R<sub>7</sub> radicals taken together with the carbon atoms to which the R<sub>7</sub> radicals are linked form an ethylene group; or~~

~~when e is 2-4, then vicinal R<sub>9</sub> radicals taken together with the carbon atoms to which the R<sub>9</sub> radicals are linked form an ethylene group; or~~

~~when f is 2-6, then vicinal R<sub>11</sub> radicals taken together with the carbon atoms to which the R<sub>11</sub> radicals are linked form an ethylene group; and~~

R<sub>22</sub> is hydrogen, alkyl, aryl, heteroaryl, cycloalkyl, heterocyclyl, heteroaralkyl, or aralkyl; or

a pharmaceutically acceptable salt thereof, an N-oxide thereof, a hydrate thereof or a solvate thereof;

wherein

"alkyl," when used to designate an alkyl group per se or when used as an alkyl component of any other group, is an aliphatic hydrocarbon group which is straight or branched having 1 to about 20 carbon atoms and is optionally substituted by one or more alkyl group substituents;

"aryl" is an aromatic monocyclic or multicyclic ring system of about 6 to about 14 carbon atoms, which is optionally substituted by one or more ring system substituents;

"heteroaryl" is an aromatic monocyclic or multicyclic ring system of about 5 to about 14 carbon atoms, in which at least one of the carbon atoms in the ring system is

replaced by nitrogen, oxygen or sulfur, which is optionally substituted by one or more ring system substituents;

"heterocyclyl" is a non-aromatic saturated monocyclic or multicyclic ring system of 3 to about 10 carbon atoms, in which at least one of the carbon atoms in the ring system is replaced by nitrogen, oxygen or sulfur, which is optionally substituted by one or more ring system substituents;

"heteroaralkyl" is a heteroaryl-alkyl group, wherein the heteroaryl and alkyl groups are as defined above;

an "alkyl group substituent" is halo, carboxy, cycloalkyl, cycloalkenyl, heterocyclyl, heterocyclenyl, aryl, alkoxy, alkoxycarbonyl, aralkoxycarbonyl, heteroaralkoxycarbonyl, or  $Y^1Y^2NCO-$ , wherein  $Y^1$  and  $Y^2$  are independently hydrogen, alkyl, aryl, aralkyl or heteroaralkyl, or  $Y^1$  and  $Y^2$  taken together with the nitrogen atom to which  $Y^1$  and  $Y^2$  are attached form heterocyclyl

wherein the substituents may contain further alkyl group substituents or ring system substituents as recited herein; and

a "ring system substituent" is alkyl, cycloalkyl, heterocyclyl, aryl, heteroaryl, aralkyl, heteroaralkyl, hydroxy, alkoxy, aryloxy, aralkoxy, acyl, aroyl, halo, nitro, cyano, carboxy, alkoxycarbonyl, aryloxycarbonyl, aralkoxycarbonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, alkylsulfinyl, arylsulfinyl, heteroarylsulfinyl, alkylthio, arylthio, heteroarylthio, aralkylthio, heteroaralkylthio, fused cycloalkyl, fused cycloalkenyl, fused heterocyclyl, fused heterocyclenyl, arylazo, heteroarylazo,  $R^aR^bN-$ ,  $R^cR^dNCO-$ ,  $R^cO_2CN-$ , or  $R^cR^dNSO_2-$  wherein  $R^a$  and  $R^b$  are independently hydrogen, alkyl, aryl, aralkyl or heteroaralkyl, or one of  $R^a$  and  $R^b$  is hydrogen or alkyl and the other of  $R^a$  and  $R^b$  is aroyl or heteroaroyl, and  $R^c$  and  $R^d$  are independently hydrogen, alkyl, aryl, heteroaryl, cycloalkyl, cycloalkenyl, heterocyclyl, heterocyclenyl, aralkyl or heteroaralkyl and, where the ring is cycloalkyl, cycloalkenyl, heterocyclyl or heterocyclenyl, the ring system substituent may also include methylene, oxo and thioxo on carbon atoms thereof

wherein the substituents may contain further alkyl group substituents or ring system substituents as recited herein.

Claims 28-30 (Canceled)

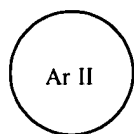
31. (Previously Presented) A compound according to claim 27 wherein

a = 1 or 2;

A is -O-;

b = 0;

R<sub>1</sub>, R<sub>2</sub>, R<sub>7</sub> and R<sub>8</sub> are independently hydrogen;



is optionally substituted phenyl;

c = 0;

B is -O-;

d = 1;

e = 0;

f = 0;

D and E are a chemical bond;

R' is hydrogen, halo or benzyloxy;

R'' is lower alkyl;

Z is -CO<sub>2</sub>H.

Claims 32-33 (Canceled)

34. (Previously Presented) A compound according to claim 27 wherein:

a = 1;

A is -O-;

b = 0;

c = 0-1;

B is -O-;

d = 0 or 1, wherein c+d = 1 or 2;

e = 0;

f = 0;  
D and E are a chemical bond;  
R' is hydrogen, aralkoxy, or halo;  
R'' is lower alkyl;  
Z is -CO<sub>2</sub>H.

35. (Previously Presented) A compound according to claim 27 wherein:

a = 1;  
A is -O-;  
b = 0;  
c = 0;  
B is -O-;  
d = 1;  
e = 0;  
f = 0;  
D and E are a chemical bond;  
R' is hydrogen;  
R'' is lower alkyl;  
Z is -CO<sub>2</sub>H.

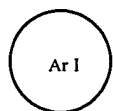
36. (Previously Presented) A compound according to claim 27 wherein:

a = 1;  
A is -O-;  
b = 0;  
c = 0;  
B is -O-;  
d = 1;  
e = 0;  
f = 0;  
D and E are a chemical bond;  
R' is hydrogen;

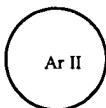
R" is methyl;

Z is -CO<sub>2</sub>H.

37. (Currently Amended) A compound according to claim 27 wherein:



is optionally substituted quinoxaliny, quinazoliny, benzoxazolyl, benzimidazolyl, benzothiazolyl, oxazolyl, thiazolyl, oxadiazolyl, isoxazolyl, imidazolyl, pyrazolyl, thiadiazolyl, triazolyl, pyridyl, pyrimidinyl, pyrazinyl or pyridazinyl azaheteroaryl;



is optionally substituted phenyl;

a = 1;

A is -O-;

b = 0;

c = 0;

B is -O-;

d = 1;

e = 0;

f = 0;

D and E are a chemical bond;

R' is hydrogen;

R" is lower alkyl;

Z is CO<sub>2</sub>H.

Claims 38-48 (Canceled)

49. (Original) A pharmaceutical composition comprising a pharmaceutically acceptable amount of the compound according to claim 1 and a pharmaceutically acceptable carrier.

50. (Original) A method of treating a patient suffering from a physiological disorder capable of being modulated by a compound according to claim 1 having PPAR ligand binding activity, comprising administering to the patient a pharmaceutically effective amount of the compound, or a pharmaceutically acceptable salt thereof.

51. (Previously Presented) A method according to claim 50 wherein the physiological disorder is associated with a physiological detrimental blood level of insulin, glucose, free fatty acids (FFA), or triglycerides.

52. (Original) The method according to claim 51, wherein the physiological disorder is hyperglycemia.

53. (Original) The method according to claim 52, wherein the hyperglycemia is diabetes.

54. (Original) The method according to claim 52, wherein the hyperglycemia is Type II diabetes.

55. (Original) The method according to claim 51, wherein the physiological disorder is hyperinsulinism.

56. (Original) The method according to claim 55, wherein the hyperinsulinism is Syndrome X.

57. (Original) The method according to claim 51, wherein the physiological disorder is insulin resistance.

58. (Previously Presented) The method according to claim 51, wherein the physiological disorder is a cardiovascular condition.

59. (Original) The method according to claim 58, wherein the cardiovascular condition is atherosclerosis.

60. (Original) The method according to claim 51, wherein the physiological disorder is hyperlipidemia.

61. (Original) The method according to claim 51, wherein the physiological disorder is hypertension.

62. (Original) The method according to claim 51, wherein the physiological disorder is an eating disorder.

63. (Original) The method according to claim 50 wherein the mediating is agonistic.

64. (Original) The method according to claim 50 wherein the mediating is antagonistic.

65. (Original) A method for mediating the activity of PPAR- $\gamma$  receptor comprising contacting said PPAR- $\gamma$  receptor with a compound of according to claim 1.

66. (Original) A pharmaceutical composition comprising a pharmaceutically acceptable amount of the compound according to claim 27 and a pharmaceutically acceptable carrier.

67. (Original) A method of treating a patient suffering from a physiological disorder capable of being modulated by a compound according to claim 27 having PPAR ligand binding activity, comprising administering to the patient a pharmaceutically effective amount of the compound, or a pharmaceutically acceptable salt thereof.

68. (Previously Presented) A method according to claim 67 wherein the physiological disorder is associated with a physiological detrimental blood level of insulin, glucose, free fatty acids (FFA), or triglycerides.

69. (Original) The method according to claim 67, wherein the physiological disorder is hyperglycemia.

70. (Original) The method according to claim 69, wherein the hyperglycemia is diabetes

71. (Original) The method according to claim 69, wherein the hyperglycemia is Type II diabetes.

72. (Original) The method according to claim 67, wherein the physiological disorder is hyperinsulinism.

73. (Original) The method according to claim 72, wherein the hyperinsulinism is Syndrome X.

74. (Original) The method according to claim 67, wherein the physiological disorder is insulin resistance.

75. (Previously Presented) The method according to claim 67, wherein the physiological disorder is a cardiovascular disorder.

76. (Original) The method according to claim 75, wherein the cardiovascular disorder is atherosclerosis.

77. (Original) The method according to claim 67, wherein the physiological disorder is hyperlipidemia.

78. (Original) The method according to claim 67, wherein the physiological disorder is hypertension.

79. (Original) The method according to claim 67, wherein the physiological disorder is an eating disorder.

80. (Original) The method according to claim 67 wherein the mediating is agonistic.

81. (Original) The method according to claim 67 wherein the mediating is antagonistic.

82. (Original) A method for mediating the activity of PPAR receptor comprising contacting said PPAR receptor with a compound of according to claim 27.



Claims 83-88 (Canceled)

89. (Currently Amended) A compound as claimed in claim 1, wherein the optional ring system substituents for Ar I are ~~substituent~~ is selected from the group consisting of phenyl, substituted-phenyl, thienyl, substituted thienyl, cycloalkyl, straight or branched lower alkyl, fluoro, chloro, alkoxy, aralkyloxy, trifluoromethyl and trifluoromethoxy.

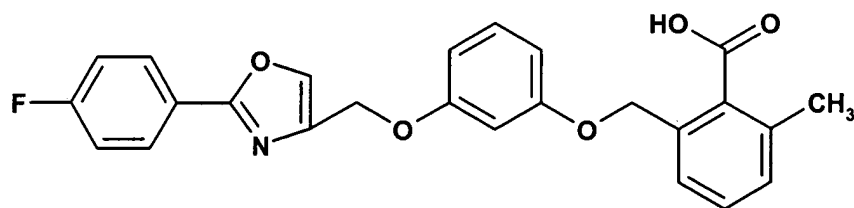
Claim 90 (Canceled)

91. (Previously Presented) A compound as claimed in claim 31, wherein R" is methyl.

Claim 92 (Canceled)

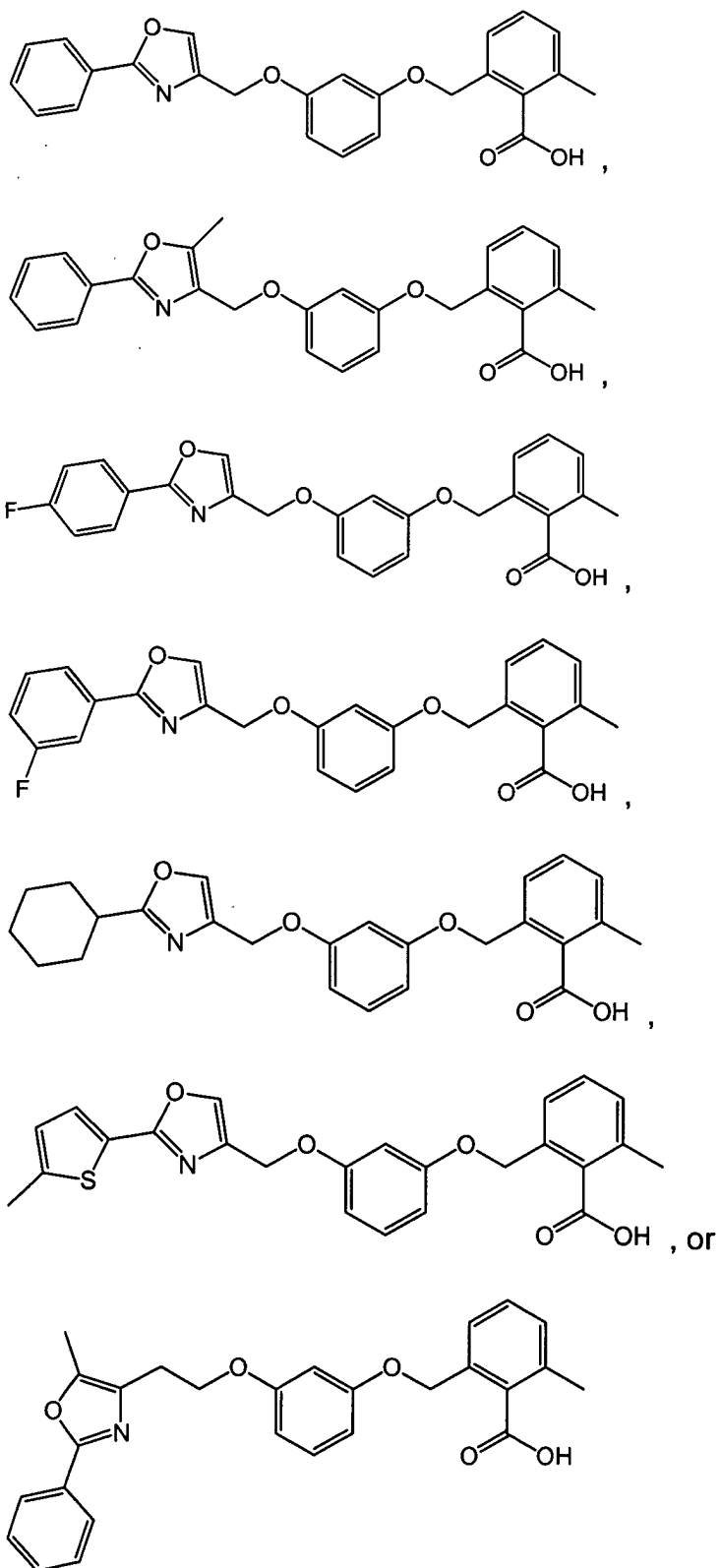
93. (Previously Presented) A compound as claimed in claim 34, wherein R" is methyl.

94. (Previously Presented) A compound as claimed in claim 1, wherein the compound is



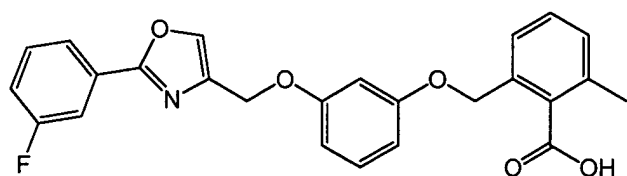
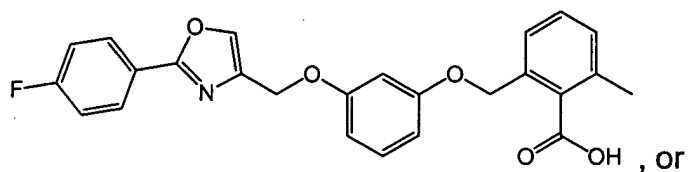
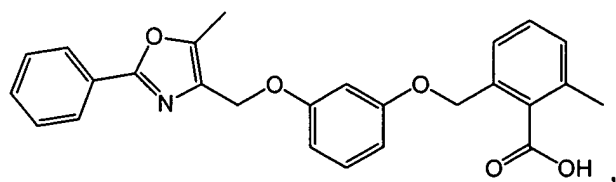
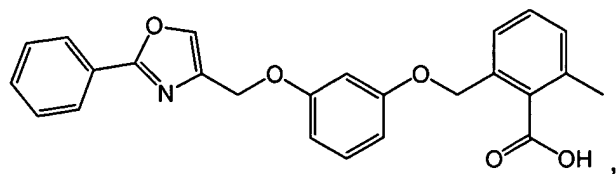
or a pharmaceutically acceptable salt, hydrate or solvate thereof.

95. (Previously Presented) A compound as claimed in claim 1, wherein the compound is



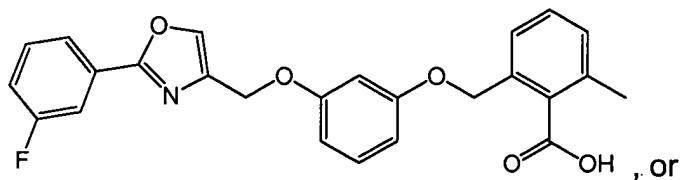
or a pharmaceutically acceptable salt, hydrate or solvate thereof.

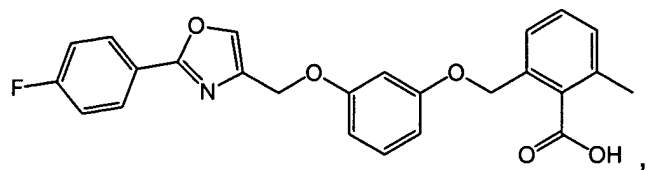
96. (Previously Presented) A compound as claimed in claim 1, wherein the compound is



or a pharmaceutically acceptable salt, hydrate or solvate thereof.

97. (Previously Presented) A compound as claimed in claim 1, wherein the compound is





or a pharmaceutically acceptable salt, hydrate or solvate thereof.